



IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

IN RE FOLDING CARTON
ANTITRUST LITIGATION

} Master File No.
MDL-250

STIPULATED ORDER OF SETTLEMENT

The Court, pursuant to the stipulation of the undersigned parties, hereby orders:

1. This agreement is made solely for the purpose of settling existing disputes with respect to the ownership and disposition of the remainder of the Folding Carton Settlement Fund and without any concession as to the validity of the position taken during this dispute by any party to this agreement.

2. Members of the Plaintiff Class who have failed to file timely claims may submit their claims to the Court until December 31, 1985. The Administration Committee shall take appropriate steps to locate and inform such members of their right to file claims. Such claims shall be determined according to the criteria previously established by this Court in ruling upon late claim submissions.

3. Upon application, the Court may direct the payment from the Settlement Fund of (a) reasonable costs of administration and (b) reasonable attorney's fees, if any, incurred by the Administration Committee and counsel for the parties involved in the appeals relating to the residual fund, appeals Nos. 83-1467, 83-1468, 83-1506, 83-1507 and 83-1673.

4. Any funds remaining after the payments made pursuant to paragraphs 2 and 3 above shall be divided in two (2) equal parts and distributed as follows:

(a) One-half shall be promptly distributed *pro rata* to all class members who have received or will receive payments on their claims.

(b) One-half shall be distributed as promptly as possible, but in any event no later than April 1, 1986, to two or more existing Chicago area law schools, namely University of Chicago Law School, Northwestern University Law School, Loyola University Law School, DePaul University Law School, Chicago-Kent College of Law, and John Marshall Law School, for the purpose of furthering research projects involving analysis and enforcement of the antitrust laws and/or the improved management of complex multi-party litigation and/or scholarship assistance for needy students.

(c) Applicants for distribution of the fund under paragraph 4(b) above are encouraged, to the extent they deem appropriate, to consult with the Administrative Office of the United States Courts, the Federal Judicial Center, the American Judicature Society, the Institute for Judicial Administration, the Brookings Institution or other similar organizations to elicit suggestions or comments with respect to their applications.

5. All signatories to this agreement shall receive notice of all further orders and proceedings and shall have the opportunity to be heard with regard to the approval of late claims and applications for distribution of the fund under paragraph 4(b) above.

6. All signatories to this agreement agree to waive all rights of further review of any orders directing payments pursuant to the terms of this Order.

7. The stipulations contained in this agreement are contingent upon approval and entry of this Order by the District Court and the Order becoming final within 45 days of the date thereof.

Agreed:

Counsel for Beatrice
Companies, Inc.

Counsel for Grist Mill Co.

/s/

Michael M. Mulder
Meites & Frackman
135 South LaSalle Street
Suite 1035
Chicago, Illinois 60603

/s/

Lowell E. Sachnoff
Sachnoff Weaver &
Rubenstein, Ltd.
30 South Wacker, 29th Floor
Chicago, Illinois 60606

Counsel for Federal Paper
Board Company, Inc.

Counsel for G. Heileman
Brewing Co.

/s/

Thomas P. Luning
Schiff, Hardin & Waite
7200 Sears Tower
Chicago, Illinois 60606

/s/

Douglas V. Rigler
Kaplan, Russin & Vecchi
1218 West 16th Street, N.W.
Washington, D. C. 20006

Counsel for the Mead
Corporation

Counsel for Land O'Lakes,
Inc.

/s/

Alan Wiseman
Howrey & Simon
1730 Pennsylvania Avenue,
N.W.
Washington, D.C. 20006

/s/

Eugene M. Warlich
Doherty Rumble & Butler,
P.C.
1500 First National Bank
Bldg.
St. Paul, Minnesota 55101

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AGREED ORDER

The Court, pursuant to the agreement of the parties who are signatories to the Stipulated Order of Settlement in this matter dated March 28, 1985, hereby orders:

On March 28, 1985, a Stipulated Order of Settlement was signed by the parties and approved by the Court. A copy of the Order is attached hereto as Exhibit A. All parties with interest in the matters contained therein were notified by the Order, and no objections were made. Pursuant to paragraph 7 of the Stipulated Order of Settlement, the Stipulated Order of Settlement is hereby declared final.

Dated: April 1, 1985 ENTER: /s/

United States District Court

Counsel for Avery International Corporation, Hanschy Industries, Inc., John C. Gilmore (as successor in interest to Wm. Y. Gilmore & Sons, Inc.), Zachary Confections, Inc.

Counsel for Cumberland Farms and Pantry Pride Enterprises

/s/

Steven Lawson
Johnson & Colmar
75 East Wacker Drive
Chicago, Illinois 60601

/s/

Harold E. Kohn
Kohn Savett Marion
& Graf, P.C.
1214 IVB Building
1700 Market Street
Philadelphia, Pennsylvania
19103

Dated: March 28, 1985

ENTER:

/s/

United States District Court

ENTER:

/s/

United States District Court